

Exhibit O

Confidential

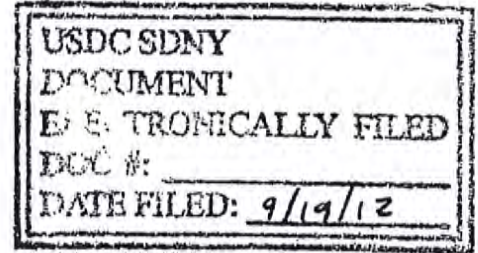
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Exhibit P

Confidential

This exhibit will be filed under seal

Exhibit Q



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

YATRAM Indergjit, on behalf of himself and
others similarly situated,

Plaintiff,

vs.

RITE AID CORPORATION, ET AL.,

Defendants.

Index No: 08 Civ. 9361 (JPO)

STIPULATION - 08 Civ. 9361

Plaintiff Yatram Indergjit ("Plaintiff") and Defendants Rite Aid Corporation and Rite Aid of New York, Inc. ("Defendants" or "Rite Aid"), by and through their respective undersigned counsel, hereby stipulate and agree as follows:

1. Based upon data available to Rite Aid, at the time Rite Aid first implemented the job position of hourly Store Manager (job code L6) in June 2009, the breakdown of exempt and non-exempt Store Managers at Rite Aid brand stores was as follows:

Exempt Store Managers (job code 40)	2,944
Non-Exempt Store Managers (job code L6)	1,847

2. The current breakdown of exempt and non-exempt Store Managers at Rite Aid brand stores is approximately as follows:

Exempt Store Managers (job code 40)	1,660
Non-Exempt Store Managers (job code L6)	2,253

Dated: September 11, 2012.

VALLI KANE & VAGNINI LLP

OGLETREE, DEAKINS, NASH, SMOAK &
STEWART P.C.

James Vagnini
Attorney for Plaintiff
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Attorney for Defendants
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SO ORDERED and ENTERED
this 19 day of SEPT 2012.

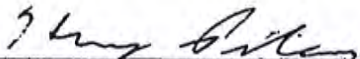

UNITED STATES DISTRICT JUDGE

Exhibit R

IN THE COURT OF COMMON PLEAS OF
PHILADELPHIA COUNTY, PENNSYLVANIA
CIVIL DIVISION

LARRY EATON, KARRIEM : APRIL TERM 2009
PERKINS, and RICKEY :
HAWKINS, : NO. 00455
:
Plaintiffs :
:
vs. :
:
JURY TRIAL DEMANDED
RITE AID OF :
PENNSYLVANIA, INC. :
d/b/a RITE AID, and :
RITE AID CORPORATION, :
:
Defendants :

DEPOSITION OF THOMAS P. ASTLEFORD, SR.

Taken in the law offices of The
Perry Law Firm, 305 Linden Street, Scranton,
Pennsylvania 18503, on Wednesday, December 1,
2010, commencing at 10:20 a.m., before Trisha
Sims, Certified Shorthand Reporter and Notary
Public.

* * *

Job No. CS300726

THOMAS ASTLEFORD, SR.

Page 149

1 termination?

2 A. She was using somebody else's charge
3 card.

4 Q. Somebody's credit card?

5 A. Yes.

6 Q. And she did that at the store?

7 A. Yes.

8 Q. How did you go figure that out?

9 A. How did I figure that out? I can't
10 remember if it was a bag check, and I checked
11 the receipt, and it had somebody else's charge
12 card. I can't remember how I found that out.

13 She was a cashier up front, and she
14 used somebody else's charge card to -- she
15 actually had the card, charge card -- to
16 purchase something in cosmetics. I found out.
17 I forget how I found out, though.

18 Q. What was the process for terminating
19 this employee?

20 A. I had to get the approval of the
21 district manager first. He got security or
22 whatever involved. Okay. And when I called
23 him and stuff, he said -- oh, God, what did he
24 say? Just don't schedule her until they find
25 out definitely what we could do.

THOMAS ASTLEFORD, SR.

Page 150

1 Q. They had to make sure that she had,
2 in fact, been using somebody else's credit
3 card?

4 A. Yeah. You can't just fire somebody.
5 You have to get the approval of your district
6 manager or your loss prevention supervisor.

7 Q. So once you discovered she had the
8 charge card, you called the district manager
9 and recommended that that be investigated?

10 A. Yes.

11 Q. And that was investigated?

12 A. Yes.

13 Q. She was ultimately terminated?

14 A. Yes. I had to let her go.

15 Q. Did you inform her that she was being
16 terminated?

17 A. I didn't do that.

18 Q. Who did that?

19 A. I can't remember if it was the
20 district manager or loss prevention.

21 Q. Do you recall any other occasion upon
22 which you had to terminate an employee?

23 A. With Rite Aid or Eckerd?

24 Q. Let's start with Rite Aid.

25 A. Rite Aid, no, I don't remember.

THOMAS ASTLEFORD, SR.

Page 151

1 Q. Do you recall having to --

2 A. Yes. I'm trying to think because
3 they closed the Peckville store, and I had to
4 let people go there, but it wasn't as formal.
5 It was just that I don't have more hours. I
6 don't have any hours for you. Because they
7 closed one store and brought their employees,
8 whoever wanted to come up to my store,
9 including that other manager that I said was a
10 co-manager, but she was the manager at the
11 Peckville store.

12 Q. So when they closed the Peckville
13 store, in addition to another manager, you
14 actually had other hourly employees come to
15 your store?

16 A. Yes.

17 Q. You weren't able to offer all of them
18 employment?

19 A. Right. Well, for a certain period of
20 time, I was told -- I told the district manager
21 that -- again, I don't know if it was Marty or
22 Maryann at the time when they closed the store.
23 They said don't worry about payroll because we
24 know you have extra employees.

25 I had Gale there, which was extra

THOMAS ASTLEFORD, SR.

Page 191

1 could was filled. My assistants did the same
2 thing.

3 Q. With regard to ordering, how did you
4 ensure you would have the merchandise in stock
5 with regard to the order?

6 A. A regular store order or ad order?

7 Q. What's the difference?

8 A. We used to get an ad book. You used
9 to do the ad book. It would -- the ad book
10 would, actually, tell me the last time that
11 item was on sale, okay? We'll say
12 Christmastime. Naturally, paper towels aren't
13 going to sell as much at Christmastime as they
14 would in the summertime because you have
15 picnics. You'd sell some, but you won't sell
16 as much.

17 So if I sold, let's say, two cases at
18 Christmastime, but I might have sold six cases
19 in the summer. So that would tell me the
20 difference. So I would order accordingly to
21 when that ad -- that paper towel goes on sale
22 again.

23 So if I sold, we'll say, two cases at
24 Christmastime and it's going on sale again at
25 Christmas time, I would order maybe like three

THOMAS ASTLEFORD, SR.

Page 192

1 cases to make sure I had it, to make sure I'm
2 in stock.

3 Q. Okay. So you had the discretion to
4 order more or less?

5 A. At the one given time for the ad.

6 Q. For the ad order?

7 A. For Eckerd now, for ad ordering.

8 Q. Was that different for Rite Aid?

9 A. Rite Aid, I believe, it came in
10 automatically. They had the computer, and they
11 used to -- the computer figured out how much it
12 sold at what time of the year and how much
13 you're going to sell again. So they ordered
14 it.

15 Q. Were you able to adjust that order?

16 A. The only way -- the district manager
17 had authorization to adjust all orders. So if
18 I -- if our ad order was sent in and I caught
19 it and I said that's not enough, I'd have to
20 call my district manager and let him know
21 that's not enough. Then it's his decision to
22 up it or not. The same thing with seasonal.
23 We had no authorization to do anything like
24 that.

25 The only other way I could get around

THOMAS ASTLEFORD, SR.

Page 193

1 it, which, again, you're getting into
2 paperwork, which gets into shrink, is -- if I
3 notice that I'm not getting enough paper towels
4 for the ad, so rather than going through the
5 system, calling my district manager, I would
6 order another case of paper towels on my store
7 order.

8 Naturally, my cost is going to be
9 higher because on your ad order, you get a
10 special cost on ad orders because you're
11 ordering by quantity.

12 If I order in the store, I'm ordering
13 by case, which is my normal cost. Maybe my
14 normal cost for that paper towel is 80 cents,
15 one roll of paper towels. On my ad order, it
16 might only be 50 cents. So now if I have to
17 order that through my regular store order,
18 believe it or not, that adds up to shrink.

19 The difference between 50 cents and
20 80 cents adds up to shrink. That's another
21 paper trail where shrink comes in. A lot of
22 managers do that. They order extra, or they
23 order through the store orders.

24 Q. Do you know whether other managers
25 had the discretion to change the ad order?

THOMAS ASTLEFORD, SR.

Page 194

1 A. I believe it's all the same for
2 everybody.

3 Q. Do you know?

4 A. Yes, I do know.

5 Q. How do you know?

6 A. It's the same for everything. We
7 talk amongst managers. It's also brought up at
8 meetings. If you have to change your ad order,
9 call me first.

10 Q. That was meetings within your
11 district?

12 A. Yes.

13 Q. Do you know if other district
14 managers allowed --

15 A. That was Marty. I don't know about
16 other districts. Marty and Tony, I remember
17 that if you ordered something on an ad order
18 and you need something else -- say, like I
19 ordered 30 case of something and said, oh, no,
20 I need more, I'd have to call them.

21 Or it was also their discretion -- if
22 they look at my ad order and I only ordered 10
23 cases, he could go ahead and order 20 cases
24 without me even knowing. That's happened,
25 because he looks at the ad order and looks at

THOMAS ASTLEFORD, SR.

Page 195

1 your sales growth and everything.

2 MS. SHARMA: Can we take a
3 bathroom break soon?

4 MS. MOELLER: Sure.

5 (A brief recess was taken.)

6 BY MS. MOELLER:

7 Q. You understand you're still under
8 oath?

9 A. Yes.

10 Q. Does your store have a cash
11 register -- a vault which held cash at the
12 Eynon store location?

13 A. Yes.

14 Q. And who had the combination to the
15 vault?

16 A. Myself.

17 Q. Anyone else?

18 A. Christine.

19 Q. That's your assistant store manager?

20 A. And Tracie.

21 Q. And the shift supervisor?

22 A. Yes.

23 Q. And were all of -- you, the assistant
24 store manager and the shift supervisor, did you
25 all handle money from the safe?

THOMAS ASTLEFORD, SR.

Page 196

1 A. Yes.

2 Q. I believe you previously testified
3 that bank deposits were made daily; is that
4 correct?

5 A. Yes.

6 Q. Are you familiar with the concept of
7 partnering?

8 A. No.

9 Q. Did you ever have to work with the
10 human resources manager regarding employee
11 issues?

12 A. I would have to say yes, but I can't
13 remember which one.

14 Q. You can't recall what the issue was?

15 A. Right.

16 Q. Do you recall who the human resources
17 manager was for the Eynon store location?

18 A. It used to be Rob Beck. He was the
19 district one. There was a corporate one. I
20 can't remember her name.

21 Q. Okay. Did you ever have to work with
22 the corporate human resources manager on an
23 employee issue?

24 A. Yes.

25 Q. You don't recall the occasion?

THOMAS ASTLEFORD, SR.

Page 197

1 A. I can't recall the occasion. I
2 remember doing it, but I can't remember.

3 Q. Did you keep any records of the hours
4 that you worked during the time that you were a
5 store manager for Rite Aid?

6 A. No.

7 Q. Did you keep any record of hours that
8 you worked during the time you were store
9 manager for Eckerd?

10 A. No.

11 Q. During the time that you were store
12 manager for Rite Aid, approximately how many
13 hours a week did you work?

14 A. Approximately 50.

15 Q. How many hours a week did you
16 schedule yourself?

17 A. I think it was 45.

18 Q. And did the hours that you worked in
19 a given week vary?

20 A. Yes.

21 Q. For what reason would they vary?

22 A. Well, depending on certain tasks that
23 had to be completed -- if we're getting store
24 visits, if the truck wasn't finished -- I'd
25 always normally stay.

THOMAS ASTLEFORD, SR.

Page 198

1 Q. Anything else that would vary the
2 hours that you worked?

3 A. Yes. I'd go in every morning at
4 seven o'clock when I worked days.

5 Q. I'm sorry. Was there any other
6 reason that the hours that you worked in a week
7 would change, other than the truck or store
8 visits?

9 A. No, I don't remember.

10 Q. I believe you testified that the
11 store opened at eight o'clock; is that correct?

12 A. It opened at 9:00.

13 Q. The Eynon store?

14 A. Yes.

15 Q. You went in at seven o'clock a.m. --

16 A. Yes.

17 Q. -- on the days that you worked the
18 day shift?

19 A. Yes.

20 Q. What did you do between seven o'clock
21 and nine o'clock when the store opened?

22 A. Made deposits, count drawers, read
23 e-mails and SYSMs, solved anything that had to
24 be solved before the store opened.

25 Q. What do you mean you solved --

THOMAS ASTLEFORD, SR.

Page 199

1 A. Any displays that had to be done,
2 back stock I used to work a lot, when the truck
3 came in.

4 Q. What do you mean by back stock?

5 A. Well, if you get too many items that
6 come in on an order -- a lot of items you had
7 to order by the case instead of by the piece.

8 So if you got a case of an item that
9 holds, say, 24 cans of cat food and the shelf
10 only allows 12 and you have two on there, you
11 can only put 10 on there. Now you have the
12 rest as back stock. So that used to go in the
13 back room. I'm just using that as an example.
14 And then every day, I'd go in and work the back
15 stock.

16 Q. Okay. Did the hours that you worked,
17 on average, during the week change at any point
18 during your employment with Rite Aid?

19 A. Yes.

20 Q. When?

21 A. I don't know exactly. A lot of
22 times, especially around the holidays and
23 everything, you're working extra. The summer
24 months, you're working extra.

25 Q. Any other reason that the average

THOMAS ASTLEFORD, SR.

Page 200

1 hours that you worked in a week would change?

2 A. Well, if I'm going to get supplies
3 for my store that I needed from another store,
4 then I ran over, yeah.

5 Q. How many hours a week on average
6 would you estimate that you worked during the
7 time you were a store manager for Eckerd?

8 A. Between 50 and 60 hours.

9 Q. Did you work more during the week for
10 Eckerd than you did for Rite Aid?

11 A. No, about the same.

12 Q. Did you ever make any complaints to
13 anyone at Rite Aid during your employment about
14 the number of hours that you worked?

15 A. I can't remember if I did.

16 Q. You don't recall sitting here today?

17 A. Pardon me?

18 Q. You don't recall any complaints about
19 that, sitting here today?

20 A. Not about the hours I worked.

21 Q. Did you make any complaints to anyone
22 at Rite Aid about the tasks that you were
23 performing?

24 A. Yes.

25 Q. What did you complain about?

THOMAS ASTLEFORD, SR.

Page 227

1 Q. Who created the plan-o-gram?

2 A. Corporate.

3 Q. And did you have any discretion to
4 change the plan-o-gram?

5 A. I couldn't.

6 Q. So you had to -- you had to make sure
7 that the store you were at, I guess, followed
8 the plan-o-gram for that particular store?

9 MS. MOELLER: Object to form.

10 THE WITNESS: Yes.

11 BY MS. SHARMA:

12 Q. Now, did you have any authority to
13 change the store layout?

14 A. No.

15 Q. That was dictated by corporate?

16 MS. MOELLER: Object to the
17 form.

18 THE WITNESS: Yes.

19 BY MS. SHARMA:

20 Q. Did you have any authority to change
21 the products that your store sold?

22 A. No.

23 Q. That was dictated by corporate?

24 MS. MOELLER: Object to form.

25 THE WITNESS: Correct.

THOMAS ASTLEFORD, SR.

Page 228

1 BY MS. SHARMA:

2 Q. And did you have any authority to set
3 or change the price of products that were sold
4 at the store?

5 A. No.

6 Q. Did you have any authority to change
7 the labor budget for the store?

8 A. No.

9 Q. Did you have any authority to change
10 the truck day for the store?

11 A. No.

12 Q. Can you describe for the record what
13 the truck day is?

14 A. Truck day is when you get your
15 initial -- when you do your order for the
16 store, your truck comes in on a certain day
17 from the warehouse, because it's picked and
18 pulled and put on a truck, and they deliver it
19 to your store.

20 That day was delegated by corporate
21 or by the warehouse, and that was your day and
22 time. Mine was seven o'clock in the morning.
23 I would unload, on average, between, I would
24 say, six to 10 pallets on a truck; more on the
25 holidays.

THOMAS ASTLEFORD, SR.

Page 229

1 You have to put it in your back room,
2 set it down so the truck driver could go,
3 because he's on a time schedule.

4 And then once he's gone, you open the
5 store, and do what you have to do and unload
6 the trucks. You have to break down the
7 pallets, cut the shrinkwrap, cut them down,
8 break it down, put the items in the perspective
9 departments, like cosmetics.

10 They come in totes. A lot of stuff
11 comes in totes. It says on top what
12 department. So you take that and make a stack.
13 We have what we call wheels. We make a stack.
14 You wheel that out to cosmetics and go back and
15 get another stack; back and forth, back and
16 forth.

17 Q. Who did that unloading?

18 A. I did.

19 Q. And was that part of your job as
20 store manager, or is that typically a job for
21 an hourly worker?

22 MS. MOELLER: Object.

23 THE WITNESS: No. I always said
24 it was for an hourly worker; but, again, I was
25 told no payroll. So I had to do it.

THOMAS ASTLEFORD, SR.

Page 249

SIGNATURE PAGE

OF

THOMAS ASTLEFORD, SR.

I hereby acknowledge that I have
read the foregoing deposition, dated
December 1, 2010, and that the same is a true
and correct transcription of the answers
given by me to the questions propounded,
except for the changes, if any, noted on the
attached errata sheet.

SIGNATURE: _____

DATE: _____

WITNESSED BY: _____

DATE: _____

Exhibit S

**Yatram Indergit, et al. v. Rite Aid Corporation, et al.
Brian Bogash**

**1:2008cv09361
July 20, 2011**

Page 1

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

YATRAM INDERGIT, on Behalf
of Himself and Others
Similarly Situated

Plaintiff

Civil Action No.:

vs.

1:2008cv09361

RITE AID CORPORATION, RITE
AID OF NEW YORK, INC. and
FRANCIS OFFOR as Aider &
Abettor

Defendants

_____/

The deposition of BRIAN BOGASH was held on
Wednesday, July 20, 2011, commencing at 10:00 a.m., at
the Offices of Gore Brothers Reporting &
Videoconferencing, 20 South Charles Street, Suite 901,
Baltimore, Maryland 21201, before Susan M. Wootton,
Notary Public.

REPORTED BY: Susan Wootton, RPR, CLR

1 THE WITNESS: Not really.

2 MS. BARBAREE: Did you ever fail one?

3 THE WITNESS: No.

4 Q Were you ever disciplined in any way for
5 SMTs in any of your stores?

6 A No, ma'am.

7 Q Those were just things that, as a good
8 store manager, you knew that you needed to do?

9 A Yes, ma'am.

10 Q Did you hold your assistant store managers
11 responsible for cashier analysis?

12 MS. SCOTT: Objection to form.

13 THE WITNESS: Yes.

14 MS. BARBAREE: And did they write up
15 cashiers for overs and shorts?

16 THE WITNESS: Sometimes yes, sometimes no.
17 If it was sometimes no, it would result in me doing a
18 coaching and counseling, which was a written form
19 explaining to them why it was important that, that they
20 document what goes on in their shift.

21 Q So you would actually coach and counsel
22 your ASMs if they had not properly coached and
23 counseled the store associates?

24 A That's correct.

25 Q And I assume your assistant managers also

**Yatram Indergit, et al. v. Rite Aid Corporation, et al.
Brian Bogash**

**1:2008cv09361
July 20, 2011**

Page 71

1 handled deposits?

2 A Yes.

3 And just going back to the SMTs, once you
4 had two SMTs that were bad, the third, the third one
5 you failed, it was just, it was just termination.

6 There was no, there was no salvation at
7 that point.

8 Q While you were a store manager at Rite Aid,
9 were you the highest ranking employee in the store?

10 MS. SCOTT: Objection to form.

11 THE WITNESS: When, when there was no
12 corporate visit, yes, I was.

13 MS. BARBAREE: As the store manager at
14 Rite Aid, did you understand that you were in charge of
15 the store?

16 MS. SCOTT: Objection to form.

17 THE WITNESS: That's a, that's a weird
18 question. We were -- one of the biggest conversations
19 that we had, that I had with other managers is the way
20 the company runs the business, you're really not
21 managing the business.

22 You're basically a store operator because
23 of corporate compliance.

24 MS. BARBAREE: In your opinion, could your
25 stores be run without you as store manager?

1 MS. SCOTT: Objection to form.

2 THE WITNESS: The stores that I was in? I
3 would have to say no because they were -- pardon me --
4 they were in the crapper before I took them over.

5 Several stores, several stores, Smith
6 Avenue store, I ran, I cleaned it up. We had a good
7 shrink. We had great sales.

8 I left. I was gone for almost a year, and
9 then I was asked to go back and clean the store up
10 again. So, in that case, the store did not run as well
11 without me.

12 The store right around the corner from
13 here, which was Store 2211, that I was moved out of the
14 store and then asked to come back and take the store
15 over.

16 Mark Farling's exact words, when he
17 re-recruited me the last time, we haven't had a good
18 shrink, a good store visit or good sales, come to think
19 of it, there's been nothing good about that store since
20 you left.

21 When I took over, it was a store that
22 looked like it was when I took it over the first time,
23 just basement full, dirty floors, dirty condition, poor
24 inventory, just, just in general poor store conditions,
25 unsanitary store conditions.

**Yatram Indergit, et al. v. Rite Aid Corporation, et al.
Brian Bogash**

**1:2008cv09361
July 20, 2011**

Page 158

1 A No.

2 Q -- while you were at 390?

3 A No.

4 Q So she said she wanted to but she didn't?

5 A Right.

6 Q And you said that you hired at least two
7 people there, right?

8 A Uh-huh.

9 Q Yes?

10 A Yes, ma'am.

11 Q Did you ever allow your assistant store
12 managers to interview candidates?

13 A Yes.

14 Q Certain assistant store managers or all of
15 them?

16 A Most of my assistant managers. It's part
17 of, part of trying to build their, build their
18 knowledge and people skills is having them do things.
19 And sometimes I would interview somebody.
20 I like the person, I would like for you to interview
21 them to see what you think. You know, I would even sit
22 in on some of the interviews, and after the interview,
23 I would sit and ask about open questions and ways they
24 can actually interview people a little bit better.

25 You know, my goal was to try to get people

Yatram Indergit, et al. v. Rite Aid Corporation, et al.
Brian Bogash

1:2008cv09361
July 20, 2011

Page 159

1 promoted.

2 Q Did they actually, your assistant store
3 managers actually pull applications sometimes?

4 A No.

5 Q No?

6 A No.

7 Q You were the only person who did that?

8 A Yes, ma'am.

9 Q And can you think of a loss prevention
10 manager who actually interviewed a candidate that you
11 were considering for one of your stores?

12 A Jim Carnes, Bob Raybold, they would
13 interview anybody that was going for a promotion from
14 cashier to shift or shift to assistant.

15 Those people would be interviewed by
16 district manager or loss prevention manager.

17 Q So promotions. Yes?

18 A Yes.

19 Q But not initial hires.

20 A No.

21 Q How many employees do you think you hired
22 while you were a store manager for Rite Aid?

23 A Oh, boy, 17 years? Hundreds.

24 Q How many employees did you fire while you
25 were store manager for Rite Aid?

1 A Well, we weren't -- we were allowed to
2 make, make decisions that we ran through the district
3 manager, where they would let us know if we could fire
4 the person or not.

5 Unless it was a loss prevention issue, and
6 then loss prevention would not let us fire the person
7 until they came in and interviewed them on an exit
8 interview.

9 Q Is it your testimony that you did not ever
10 terminate an employee without running it by your
11 district manager or loss prevention?

12 MS. SCOTT: Objection to form.

13 THE WITNESS: No, it was against company
14 policy.

15 MS. BARBAREE: You did not do that.

16 THE WITNESS: No.

17 Q And was there ever a time that you
18 recommended to a district manager that someone be
19 terminated and that person was not terminated?

20 A Yes.

21 Q How many times did that happen?

22 A Multiple times.

23 Q How many?

24 MS. SCOTT: Objection to form.

25 MS. BARBAREE: How many, objection to form?

1 What's the objection?

2 MS. SCOTT: You're asking him to speculate.
3 He said he didn't remember.

4 MS. BARBAREE: No, he didn't. He said
5 multiple times.

6 THE WITNESS: Yes, I mean, it was multiple
7 times but, you know, again, you're asking me for a
8 quantity over 17 years.

9 You know, a lot of times, like I had one of
10 the people that I worked with downtown, she was
11 insubordinate, she was rude to customers, she came in
12 out of dress code.

13 She was written up for all of those. She
14 was talked to by me. I sent my write-ups to the
15 district manager. The district manager moved her to
16 the store down the street.

17 Q So she moved out of your store?

18 A She was transferred out.

19 Q Can you think --

20 A I had a stock --

21 Q I'm sorry, go ahead.

22 A I had a stock guy who wasn't performing his
23 job function. We thought that he might be stealing.

24 I brought it to loss prevention. They
25 needed a stock guy at the store down, down the other

1 during the day.

2 A lot of that list -- some of it was for
3 team members, but it's impossible for you to give,
4 like, cycle counts to a team member who's on a register
5 and expect for them to finish up 266 cycle counts that
6 are at the other side of the store and expect for them
7 to still do register functions.

8 So there were things that you would have
9 people sometimes help you with, but a lot of it, you
10 know, "tag, you're it," is the expression we always
11 used. You know, you would run out of time with your
12 other people, or you would be short staffed, or you
13 would end up doing most of this stuff pretty much
14 yourself.

15 Q Which of those duties would you consider to
16 be nonmanagerial duties?

17 MS. BARBAREE: Objection to form.

18 THE WITNESS: Do I answer that?

19 MS. BARBAREE: Yes.

20 THE WITNESS: Okay. Cleaning the
21 bathrooms, washing the windows, sweeping the floor,
22 stocking the shelves, unloading a truck, ringing a
23 register.

24 Like I said, there were times, you know,
25 and there's always going to be times that a manager, I

1 mean, even -- and I hate to go off a little bit -- but
2 the manager at Safeway, every now and then I see Paul
3 on a register ringing people up because all the
4 cashiers are busy and because the needs of the business
5 require it.

6 But on a regular basis, when we looked at
7 the schedule, there were a lot of times when we
8 actually scheduled ourselves to be a cashier because we
9 didn't have the budget.

10 MS. SCOTT: How many hours a week did you
11 work, typically, on average?

12 MS. BARBAREE: Objection to form.

13 THE WITNESS: Probably 70-plus.

14 MS. SCOTT: And out of those 70-plus hours,
15 how many did you devote to nonmanagerial tasks?

16 MS. BARBAREE: Objection to form.

17 THE WITNESS: Probably, probably at least
18 40 percent of the hours.

19 MS. SCOTT: How many hours a week did you
20 spend at the cash register, working the cash register?

21 MS. BARBAREE: Objection to form.

22 THE WITNESS: Probably as many as 15 to 20.

23 MS. SCOTT: How many hours a week did you
24 spend unloading a truck?

25 MS. BARBAREE: Objection to form.

1 THE WITNESS: Two trucks a week at 374, two
2 and a half hours unloading and sorting, so that would
3 be five hours a week at that store.

4 Downtown we had street delivery. Sometimes
5 it took us four hours to get a truck in, but we only
6 got one a week.

7 Again, downtown, nonmanagerial tasks would
8 be, we would also go with carrying merchandise up and
9 down two flights of stairs because our stockroom was in
10 the basement.

11 MS. SCOTT: And how frequently would you do
12 these nonmanagerial tasks?

13 MS. BARBAREE: Objection to form.

14 THE WITNESS: Daily.

15 MS. SCOTT: To your knowledge, were these
16 tasks that we've been talking about as nonmanagerial
17 tasks, were they part of the job description of a store
18 manager?

19 MS. BARBAREE: Objection to form.

20 MS. SCOTT: Already?

21 THE WITNESS: No, ma'am.

22 MS. SCOTT: Did doing these nonmanagerial
23 duties affect how you were able to run your store?

24 MS. BARBAREE: Objection to form.

25 THE WITNESS: Yes.

**Yatram Indergit, et al. v. Rite Aid Corporation, et al.
Brian Bogash**

**1:2008cv09361
July 20, 2011**

Page 268

1 MS. SCOTT: In what way?

2 MS. BARBAREE: Same objection.

3 THE WITNESS: Because you can't manage
4 people, and there are a lot of times when you don't
5 have people to manage.

6 Again, the work list that we would come up
7 with during the day on a day that, that there weren't
8 ample or there weren't sufficient crew, you would be --
9 it was you and one person.

10 Therefore, you're really not managing a
11 business, you're working the business.

12 MS. SCOTT: Were you able to fully
13 supervise your employees when you were doing these
14 nonmanagerial tasks?

15 MS. BARBAREE: Objection, leading.

16 THE WITNESS: Not really.

17 MS. SCOTT: In what ways did it impede you
18 from supervising?

19 MS. BARBAREE: The same objection.

20 THE WITNESS: Oh, okay. Lunch coverage is
21 a good example. You're by yourself covering for, for
22 somebody who is ringing a register, who was ringing a
23 register, now you're ringing the register.

24 You have a security guard on the floor who
25 is, who is a nonstore member. He is a member of the

1 loss prevention team, so his job is only to keep an eye
2 on the floor.

3 And then, of course, you have nobody there
4 other than yourself to manage at times.

5 MS. SCOTT: And did Rite Aid expect you to
6 supervise the store while you were still doing these
7 nonmanagerial tasks?

8 MS. BARBAREE: Objection to form.

9 THE WITNESS: Yes.

10 MS. SCOTT: Do you feel like these
11 nonmanagerial duties prevented you from truly being
12 able to manage the store?

13 MS. BARBAREE: Objection to form.

14 THE WITNESS: Yes.

15 MS. SCOTT: Did you feel like you had the
16 autonomy to run your store at any time?

17 MS. BARBAREE: Objection to form.

18 THE WITNESS: No, we were a store -- we
19 were store operators, not store managers.

20 The closest thing I ever came to being able
21 to manage a store was Store 2211 here on Baltimore
22 Street, where I was allowed to make marketing and
23 merchandising decisions.

24 But I wasn't able, again, to make staffing
25 decisions to have the proper amount of employees in the

1 store to run the store how I saw fit in the hours that
2 I was supposed to be working.

3 MS. SCOTT: Did you ever have the power to
4 alter the budget?

5 THE WITNESS: No.

6 MS. SCOTT: Did you ever have the power to
7 alter the number of hours that the store was given?

8 MS. BARBAREE: Objection to form.

9 THE WITNESS: No.

10 MS. SCOTT: Do you believe that Rite Aid
11 created a budget policy that left most, if not all, of
12 the Rite Aid stores inadequately staffed?

13 MS. BARBAREE: Objection to form.

14 THE WITNESS: Yes.

15 MS. SCOTT: And do you believe that store
16 managers were working in a nonmanagement capacity
17 because they were, because the store was inadequately
18 staffed?

19 MS. BARBAREE: Objection to form.

20 THE WITNESS: Yes. Right to the point
21 where, if you look at the job description at least, and
22 again, the job descriptions have changed throughout the
23 years, just like the handbooks and everything else.

24 One of the lines in the job description is
25 any other tasks handed down by the district manager or

1 through corporate. I don't know exactly what the
2 phrase is, but it's easy enough to go on the Internet
3 and pull it up and see.

4 So, again, we're back to the WIT method,
5 which is whatever it takes to run it under the
6 company's parameters. And, you know, we weren't
7 allowed to just make decisions on our own without,
8 without -- you could call it partnering.

9 But partnering is when you have a good
10 objection, and you're talking to somebody and they
11 understand your point of view, and they could make a
12 difference.

13 But to do the same thing and they agree
14 with you, and they say, but you don't have the hours,
15 you know, maybe if you work by yourself a couple days a
16 week in the morning, you'll have the six extra hours to
17 have that extra person on truck.

18 MS. SCOTT: Were the assistant store
19 managers also performing nonmanagerial duties?

20 MS. BARBAREE: Objection to form.

21 THE WITNESS: Yes, ma'am.

22 MS. SCOTT: And they were salaried, is that
23 correct?

24 THE WITNESS: Yes, ma'am.

25 Q Earlier on, you said that there were

1 several ways for a store manager to increase
2 profitability, and I would like to talk about
3 profitability.

4 What are some of the ways that you would
5 increase profitability as a store manager?

6 A In Store 2211, the way we increased
7 profitability was, we're selling single sodas that were
8 brought into the store as, as 12-packs.

9 What it did was, it took an item you were
10 selling for \$2.49 to \$3.89 and selling them
11 individually through the cooler at 99-cents a can would
12 mean that you were ringing \$12 instead of the less than
13 \$4.

14 That was a way we were allowed to -- not
15 really allowed to -- but they didn't really care if we
16 did or not. We brought in cases of beer and did the
17 same thing with where we sold a lot of single serve.

18 We increased sales by giving free T-shirts
19 to anybody that bought \$25 of vodka or tequila.

20 We used the vendor-free goods to help drive
21 sales until the liquor laws changed in Maryland.

22 Q Was one of the ways that you would increase
23 profitability to have the manager work more hours?

24 MS. BARBAREE: Objection to form.

25 THE WITNESS: Actually, yes.

Page 273

1 It would have been directly related to that
2 because that's what we -- as payroll became tighter,
3 they were using salaried management to make up the
4 extra hours and the workload for doing those tasks.

5 MS. SCOTT: And in regards to overtime,
6 would overtime be a way -- or not allowing employees to
7 participate in overtime be a way, to make the store
8 more profitable?

9 MS. BARBAREE: Objection to form.

10 THE WITNESS: It definitely would.

11 MS. SCOTT: Did your nonmanagerial tasks
12 cut into the time that you spent trying to increase
13 profitability in the store?

14 MS. BARBAREE: Objection to form.

15 THE WITNESS: Yes.

16 MS. SCOTT: And would you agree that
17 creating the budget affects profitability?

18 MS. BARBAREE: Objection to form.

19 THE WITNESS: Yeah.

20 MS. SCOTT: And creating the payroll, would
21 that also affect profitability --

22 MS. BARBAREE: Objection to form.

23 MS. SCOTT: -- of the store?

24 THE WITNESS: Yes.

25 MS. SCOTT: Okay. And who set the payroll

1 and who set the budget?

2 MS. BARBAREE: Objection to form.

3 THE WITNESS: It was based -- I don't know
4 who in corporate or where it came from.

5 I did have the pleasure at one point of
6 helping start getting numbers together. And, again,
7 the numbers, how they were put to me by Mark was, you
8 know, was, you know, this is what I have to work with,
9 and I have to figure out who to cut and who not to cut.

10 So it became -- so you would have one store
11 running at 12, 14 percent payroll, while you had
12 another store, like Lexington Market, that ran at under
13 6 percent payroll, which makes no sense because percent
14 to sales budget should be equal to a certain point.

15 So stores were up to a certain volume, but
16 once they're down below a certain volume, there's still
17 a minimum necessity of running a store.

18 MS. SCOTT: But was it ever the store
19 manager's duty to create the budget or payroll?

20 MS. BARBAREE: Objection to form.

21 MS. SCOTT: So would you say --

22 THE REPORTER: I didn't get an answer.

23 THE WITNESS: No.

24 MS. SCOTT: Would you say that you were
25 ultimately in charge of the profitability of the store,

1 or would you say that the district or corporate was
2 ultimately in charge of profitability?

3 MS. BARBAREE: Objection to form.

4 THE WITNESS: District manager was really
5 the one that would watch the profitability of the
6 store.

7 We didn't have a whole lot of control over,
8 over any of that, honestly.

9 MS. SCOTT: Okay. You've talked a little
10 bit about cleaning up other Rite Aids and also cleaning
11 up the 390 store.

12 What tasks were involved in cleaning up a
13 store?

14 MS. BARBAREE: Objection to form.

15 THE WITNESS: Cleaning up a store was
16 everything from washing windows, taking merchandise off
17 shelves, scrubbing shelves, cleaning mouse crap off of
18 products, washing bags of candy down that, that showed
19 fluorescent. When mouse pee is on bags of merchandise,
20 it glows.

21 Some of that we were issued to turn back;
22 some of it we were issued to clean and put back on the
23 shelf.

24 Cleaning the backroom out, scanning
25 damages, resetting planograms, changing prices,

1 changing merchandising, pulling product withdrawals
2 that were health concerns, product withdrawals, just a
3 vast array of getting equipment fixed, fixing
4 bathrooms, fixing doors, having tiles replaced, having
5 doors fixed.

6 Sometimes as much as restaffing the store
7 or moving people around to get old blood out and get
8 new blood in to see if it made a difference.

9 MS. SCOTT: What percentage of your tasks
10 that you completed when you were quote, unquote,
11 cleaning up a store, would you consider to have been
12 nonmanagerial?

13 MS. BARBAREE: Objection to form.

14 THE WITNESS: Probably at least 90,
15 95 percent on the cleanup.

16 MS. SCOTT: Okay. You said earlier, or you
17 mentioned earlier that, or you were -- excuse me,
18 strike that.

19 You were asked earlier if the store could
20 be run without you and you said no.

21 Why is that?

22 MS. BARBAREE: Objection to form.

23 THE WITNESS: Because the stores that I --
24 and maybe it's ego, so I apologize for that -- and
25 we'll just, we'll just hit the last couple of stores.

Yatram Indergit, et al. v. Rite Aid Corporation, et al.
Brian Bogash

1:2008cv09361
July 20, 2011

Page 277

1 Store 2211 was a shit-hole, excuse me,
2 totally, from the basement being overrun with mice to
3 asbestos falling out of the ceiling, to old outdated
4 and nasty merchandise on the shelves.

5 I cleaned the store up. They would, you
6 know, have me go in and work on an acquisition and go
7 help another store. When I came back, the store was
8 deteriorating back.

9 When I left, when they pulled me out of the
10 store and moved me up to Store 369 in Parkville, where,
11 which is where I actually resigned out of the second to
12 the last time, their purpose for re-recruiting me,
13 which was back to Mark Farling, his words exactly were,
14 since they pulled me out of the store, the store hadn't
15 had a good visit, hadn't had a good shrink, hadn't had
16 good sales.

17 The only thing it's done is it's fallen
18 apart, and they had gone through several managers
19 there.

20 When they closed that store, they moved me
21 to, they moved me to Ingleside. And, again, it was a
22 store that was being run very poorly. Again, so it
23 might be ego; some of it might be just how I perceive
24 it. And I would clean the store up and was again back
25 to just a good situation with the sales.

1 The sales in the store, 374, from what I
2 understand from, from one of the employees there, have
3 gone down since I left.

4 But across the street, where I work at the
5 CVS, my sales have gone up double digits two years now,
6 going on two years in a row, which is just, it just
7 goes to show that there are good managers out there,
8 and there are very poor choices in managers.

9 And poor choice of managers for somebody
10 like a district manager to have working in a store is a
11 bad business decision just for any company.

12 MS. SCOTT: Could, could all the
13 nonmanagerial tasks have been completed in your store
14 if you weren't there to help complete them?

15 MS. BARBAREE: Objection to form.

16 THE WITNESS: No. I'm sorry, no.

17 MS. SCOTT: Now, you said that one of the
18 biggest challenges to running a Rite Aid store or to
19 being a store manager at a Rite Aid store was payroll.
20 Why is that?

21 MS. BARBAREE: Objection to form.

22 THE WITNESS: Because payroll is your
23 biggest resource. It's also the largest expense on a
24 P and L.

25 So I don't mean to elaborate a little bit,

1 THE WITNESS: CVS's policy is just like
2 Rite Aid's in the fact that employees are paid for
3 every hour that they work.

4 CVS's policy is that they don't want you to
5 use overtime, but overtime that's approved by a
6 district manager is perfectly acceptable.

7 MS. SCOTT: How many hours a week do you
8 work at CVS?

9 THE WITNESS: I'm working about 45 to maybe
10 55.

11 MS. SCOTT: How many of those hours are
12 spent on nonmanagerial tasks?

13 MS. BARBAREE: Objection to form.

14 THE WITNESS: By choice or by necessity?

15 MS. SCOTT: Let's start with by necessity.

16 MS. BARBAREE: The same objection.

17 THE WITNESS: By necessity, probably maybe
18 four or five hours a week at the most.

19 MS. SCOTT: And then what about by choice?

20 MS. BARBAREE: The same objection.

21 THE WITNESS: I think some of the things
22 that I do that by choice, that I don't have a choice, I
23 could, I could actually have that done a different way.

24 There are certain things that I do enjoy
25 doing that are nonmanagerial and, you know, like

1 setting a season for an example.

2 I love merchandising and I don't really
3 necessarily have to do all the merchandising. But once
4 I get started, it's just something that I just tear up
5 and I enjoy it.

6 It's a passion, you know, so, so I don't
7 have a problem with doing some of the things that are
8 nonmanagerial.

9 MS. SCOTT: But you could have CVS
10 employees, nonmanagerial employees do those tasks?

11 MS. BARBAREE: Objection to form.

12 THE WITNESS: Right.

13 MS. SCOTT: Who made the final decision
14 regarding hiring staff?

15 MS. BARBAREE: Objection to form.

16 THE WITNESS: Are you referring to, at CVS
17 or at Rite Aid?

18 MS. SCOTT: Oh, I'm sorry, getting back to
19 Rite Aid.

20 MS. BARBAREE: The same objection.

21 THE WITNESS: We were able to -- we were
22 able to interview people, review applications,
23 interview people, have people do, it was called -- and
24 I don't know if it was called that at the end or not
25 because I don't remember what it was called -- a London

1 House survey.

2 It was a series of 100-some questions, I
3 think it was, and at the end of it you would get
4 something that was a pass or a fail.

5 If you got back a pass, you could let the
6 district manager know that you were interested in
7 hiring that person and bring them in for an interview.

8 Once you brought them in for an interview,
9 you were, you would do the background. And then once
10 the background came up, you would discuss it with the
11 district manager and they would either pull out or they
12 would say no, we want to put a hiring freeze on right
13 now, we're trying to reduce payroll.

14 MS. SCOTT: So would you say the district
15 manager had the final say in hiring?

16 MS. BARBAREE: Objection to form.

17 THE WITNESS: The loss prevention
18 manager -- actually, the district manager and the loss
19 prevention manager had final say at who we hired.

20 MS. SCOTT: And what about firing staff?
21 Who had the final say in that?

22 MS. BARBAREE: Objection to form.

23 THE WITNESS: District manager, loss
24 prevention manager or human resource manager.

25 MS. SCOTT: And who made the final decision

1 in disciplining staff?

2 MS. BARBAREE: Objection to form.

3 THE WITNESS: I don't quite understand. In
4 disciplining staff, if you're talking about like a
5 write-up?

6 MS. SCOTT: Yes.

7 THE WITNESS: As a manager I was allowed to
8 write people up, okay?

9 If the employee objected to it and called
10 human resources, the district manager might call me up
11 and say, you know, you wrote so-and-so up for being a
12 half hour late, but you didn't write so-and-so up for
13 being five minutes late. Tear up the written warning
14 and -- you know.

15 MS. SCOTT: What about promoting staff?
16 Who had the final decision-making ability?

17 MS. BARBAREE: Objection to form.

18 THE WITNESS: District manager.

19 MS. SCOTT: And did you evaluate staff, or
20 was that a district manager task?

21 MS. BARBAREE: Objection to form.

22 THE WITNESS: I evaluated most of my staff.
23 The only thing I can't remember, when
24 Tracey was asking me, I can't remember because -- and
25 some of this is because it all kind of blurs together.

Page 291

1 Because CVS's policy is that I do reviews
2 on all hourly people, and the district manager does the
3 reviews on all salary people.

4 And for the life of me, I cannot remember
5 if I did reviews on my salaried people at Rite Aid or
6 not.

7 MS. SCOTT: Okay. That's okay.

8 Did the same systems, policies and
9 procedures for training Rite Aid managers apply to all
10 the stores?

11 MS. BARBAREE: Objection to form.

12 THE WITNESS: I don't know.

13 I do know they had for, for the training
14 for the trainees, they had what was called Chinese
15 overtime.

16 They were given, they were given a salary
17 or an hourly salary, and if they worked over that, the
18 trainees would get -- not the trainers but the
19 trainees, would get a -- it was broken down real weird
20 where it didn't make any sense in the amount. I mean,
21 we used to call it Chinese overtime.

22 No disrespect to anybody that has got
23 Chinese family members.

24 MS. SCOTT: Other Rite Aid store managers
25 that you know of, do you know if they worked more than

1 50 hours a week?

2 MS. BARBAREE: Objection to form.

3 THE WITNESS: The ones that I knew, yes.

4 MS. SCOTT: Do you know if they had the
5 same payroll issues --

6 MS. BARBAREE: Objection to form.

7 MS. SCOTT: -- as your store did?

8 MS. BARBAREE: The same objection.

9 THE WITNESS: Yes.

10 MS. SCOTT: Do you know if they didn't have
11 enough employees to work or hours allocated in the
12 budget?

13 MS. BARBAREE: Objection to form.

14 THE WITNESS: That was, that was the main
15 talk between us managers was that none of us had ample
16 staff to get the jobs done.

17 We all worked -- we didn't have the ample
18 staff, okay, that some of the insinuations have been
19 put today, like, we had all these people to pull out of
20 the air to put here and here to do tasks.

21 So we all ended up having to work longer
22 hours to do the projects that needed to be done to keep
23 the store successful or to keep yourself out of harm's
24 way.

25 MS. SCOTT: So did other store managers

1 have to complete nonmanagerial tasks?

2 MS. BARBAREE: Objection to form.

3 THE WITNESS: Yes, ma'am.

4 MS. SCOTT: How many of the store managers
5 that you know -- or percentage-wise, how many of the
6 store managers that you know of had to complete
7 nonmanagerial tasks?

8 MS. BARBAREE: Objection to form.

9 THE WITNESS: Joe Gillespie, a very good
10 friend of mine, he had the store right up the street
11 from me. John Brown, he had the other store down the
12 street from me.

13 There were, there were a group of managers,
14 Larry Bowes, who, we were friends, we stayed friends,
15 Zahed Durrani, you know.

16 And I don't know what percentage, but the
17 managers that I talked to, Patty Merson, who had the
18 Store 3239, she didn't have the payroll to run her
19 store so she did a lot of nonmanagerial functions as
20 well.

21 It was an in-general conversation with all
22 of us.

23 MS. SCOTT: You mentioned earlier when you
24 were speaking with Tracey that the, that there's a
25 minimum amount of people needed to run a store.

1 What, what is that amount?

2 MS. BARBAREE: Objection to form.

3 MS. SCOTT: In your eyes?

4 THE WITNESS: Well, just for the safety of
5 the store, you know, low-volume store, you should
6 always have a minimum of two people in the store. And
7 that's a minimum because, if you have one person on
8 register and one person on the floor that can also be
9 used as a loss prevention person or be used as stock
10 person or whatever they are, there's a minimum
11 necessity.

12 It's not like a High's or 7-Eleven, where
13 you have a room not much bigger than this room, and one
14 person at a register, and everything valuable is behind
15 the counter and everything else is either food or
16 beverages or candy, and you know, there's nothing
17 really that could go that wrong.

18 You know, because there are so many tasks
19 that were, that were given down that, when you, when
20 you started taking a look at what needed to be done,
21 there's just -- you know, a store that does \$50,000 a
22 week still has to do the same compliances with
23 planograms, price changes, setting up -- setting up the
24 sale.

25 Setting up the sale was an example.

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CERTIFICATE OF DEPONENT

I hereby certify that I have read and examined the foregoing transcript, and the same is a true and accurate record of the testimony given by me.

Any additions or corrections that I feel are necessary, I will attach on a separate sheet of paper to the original transcript.

BRIAN BOGASH